

IN THE UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF MASSACHUSETTS
BOSTON DIVISION

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ELV ASSOCIATES, INC.,

Plaintiff,

v.

PARK OFFICE PROPERTIES II, LLC,

Defendant.

U.S. DISTRICT COURT
DISTRICT OF MASS.
FILE NO. 04-10930-RGS

CERTIFICATION OF JURISDICTION

COMES NOW Defendant Park Office Properties II, LLC ("POP II") and files its
Certification of Jurisdiction as directed by the Court in its Order dated June 22, 2004.

POP II hereby certifies the following:

1.

POP II is a limited liability company organized and existing in the State of
Georgia.

2.

POP II has three Members: Ralph G. Edwards, Robert M. Day, and Salisbury
Partners, LP ("Salisbury").

3.

None of POP II's Members reside in the states of Massachusetts or Delaware.

4.

Salisbury is a limited partnership organized and existing in the State of Georgia.

5.

Salisbury has three Partners: Ralph G. Edwards, Nicole F. Edwards, and M. Tyler Edwards.

6.

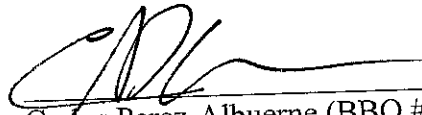
None of Salisbury's Partners reside in the states of Massachusetts or Delaware.

7.

POP II informed Plaintiff of the residency of all of POP II's Members in correspondence dated June 11, 2004, which included declarations signed by all of POP II's Members and Salisbury's Partners as well as Georgia Secretary of State Search Results for both POP II and Salisbury. A true and correct copy of POP II's Letter dated June 11, 2004 is attached hereto as Exhibit 'A.'

This 7th day of July, 2004.

CHOATE, HALL & STEWART



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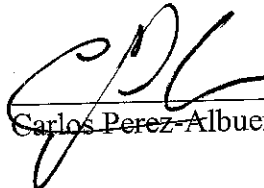
CIVIL ACTION
FILE NO. 04-10930-RGS

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have this day served a copy of the foregoing
CERTIFICATION OF JURISDICTION upon the interested parties by placing a copy
thereof in the United States mail with adequate postage thereon and addressed as follows:

Martin M. Fantozzi
Patrick M. Curran, Jr.
Goulston & Storrs, P.C.
400 Atlantic Avenue
Boston, Massachusetts 02110-3333

This 7th day of July, 2004.


Carlos Perez-Albuerno (BBO #640446)